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Honorable August B. Landis
United States Bankruptcy Judge



Entered on Docket
July 09, 2014

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re

MARTIFER AURORA SOLAR, LLC, a
Nevada limited liability company,

- Affects Martifer Aurora Solar, LLC
- Affects Martifer Solar USA, Inc.
- Affects all Debtors

Case Nos. BK-S-14-10355-abl and
BK-S-14-10357-abl

Jointly Administered under
Case No. BK-S-14-10355-abl

Chapter 11

**ORDER GRANTING DEBTORS'
MOTION FOR APPROVAL, PURSUANT
TO FED. R. BANKR. P. 9019, OF
SETTLEMENT AGREEMENT WITH
CATHAY BANK**

Hearing Date: July 8, 2014
Hearing Time: 1:30 p.m.

FOX ROTHSCHILD LLP
3800 Howard Hughes Parkway, Suite 500
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1 The Court, having reviewed and considered Debtors'¹ Motion [ECF No. 1002(the
2 "Motion")] for an order, pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure,
3 for approval of the compromise embodied in the Settlement and Release Agreement with Cathay
4 Bank ("Settlement Agreement") attached thereto, as amended; and upon consideration of the
5 Declaration of Michael Tucker in support thereof [ECF No. 1006]; and the Debtor having
6 appeared by and through its counsel, Fox Rothschild LLP, and all other appearances having been
7 noted on the record; the Court having stated its findings of fact and conclusions of law on the
8 record at the hearing on the Motion, which findings of fact and conclusions of law are
9 incorporated herein by this reference in accordance with Federal Rule of Civil Procedure 52, as
10 made applicable by Bankruptcy Rule 9014; and it appearing that the relief requested is warranted
11 on the grounds, among others, that the Settlement Agreement: (a) was negotiated in good faith
12 and is fair and equitable, (b) contemplates an immediate resolution of all disputes between the
13 Debtors and Cathay on terms favorable to the Debtors; (c) avoids litigation that could prove to be
14 protracted and expensive; and (d) is in the best interests of the Debtors, the Estates and the
15 Debtors' creditors because, among other things, it (i) resolves issues between the Debtors and
16 Cathay without the incurrence of additional expense, and (ii) creates the potential for recovery by
17 unsecured creditors; and after due deliberation and sufficient cause appearing therefor, it is
18 hereby

19 **ORDERED** that the Motion is GRANTED; and

20 **IT IS FURTHER ORDERED** that

21 1. The Settlement Agreement between the Debtors and Cathay is APPROVED;
22 2. The Debtors are authorized to take all actions contemplated by the Settlement
23 Agreement according to the terms and provisions thereof, including but not limited to making the
24 payments to Cathay required therein directly from the Sale Escrow without further Order of this
25 Court;

27 ¹All capitalized, undefined terms shall have the meaning ascribed to them in the Motion.

1 3. Once Effective in accordance with its terms, all provisions of the Settlement
2 Agreement expressly including the release provisions set forth therein, are binding upon Cathay
3 and any assignee or successor entity thereto; the Debtors; the Debtors' bankruptcy estates, the
4 Committee, and/or any successor entity to any of the foregoing, and any trustee appointed in the
5 Bankruptcy Case, whether prior to or after conversion of the Bankruptcy Case to a case under
6 Chapter 7 of the Bankruptcy Code.

7 4. This Court shall, and hereby does, retain jurisdiction with respect to all matters
8 arising from or related to the implementation and interpretation of this Order.

9 5. Other than as set forth above, nothing in this order shall alter the provisions of the
10 Sale Order.

11
12 Respectfully submitted by:

13 **FOX ROTHSCHILD LLP**

14 By /s/Dawn M. Cica

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1 **CERTIFICATION OF COUNSEL PURSUANT TO LOCAL RULE 9021**

2 In accordance with Local Rule 9021, counsel submitting this document certifies as
3 follows:

4 The Court has waived the requirement of approval in LR 9021(b)(1).

5 No party appeared at the hearing or filed an objection to the motion

6 I have delivered a copy of this proposed order to all counsel who appeared at the
7 hearing, any unrepresented parties who appeared at the hearing, and each has
8 approved or disapproved the order, or failed to respond, as indicated below:

9 REED S. WADDELL
10 FRANDZEL ROBINS BLOOM &
11 CSATO, L.C.
12 COUNSEL FOR CATHAY BANK

13 SAM A. SCHWARTZ
14 THE SCHWARTZ LAW FIRM, INC.
15 COUNSEL FOR MARTIFER SOLAR, INC.

16 **APPROVED / DISAPPROVED**

17 SCOTT FLEMING
18 ARMSTRONG & TEASDALE
19 COUNSEL FOR CBS BROADCASTING

20 SHIRLEY S. CHO
21 PACHULSKI STANG ZIEHL & JONES LLP
22 COUNSEL FOR THE OFFICIAL COMMITTEE
23 OF UNSECURED CREDITORS

24 **APPROVED / DISAPPROVED**

25 FREDRIC SOSNICK
26 SHEARMAN & STERLING LLP
27 COUNSEL FOR BAYWA

28 **APPROVED / DISAPPROVED**

29 I certify that this is a case under Chapter 7 or 13, that I have served a copy of this
30 order with the motion pursuant to LR 9014(g), and that no party has objected to
31 the form or content of the order.

32 # # #